

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

IN THE MATTER OF: GHP CAPITAL CORP., ITS)
OFFICERS, AND DIRECTORS, AGENTS, MANAGERS,)
EMPLOYEES, MEMBERS, SALES REPRESENTATIVES,)
AFFILIATES, SUCCESSORS, AND ASSIGNS.)

FILE NO. 0900508

CONSENT ORDER OF PROHIBITION

TO THE RESPONDENT: GHP Capital Corp.
5315 North Clark Street, #101
Chicago, Illinois 60640

c/o David Buetow
Attorney at Law
Fuchs & Roselli, Ltd.
440 West Randolph Street, Suite 500
Chicago, Illinois 60606

WHEREAS, GHP Capital Corp., by and through its President, George Just ("Respondent"), on August 11th, 2011, executed a certain Stipulation to Enter Consent Order of Prohibition (the "Stipulation"), which hereby is incorporated by reference herein.

WHEREAS, by means of the Stipulation, Respondent has acknowledged the jurisdiction of the Secretary of State and service of the Notice of Hearing in this matter and Respondents have consented to the entry of this Consent Order of Prohibition.

WHEREAS, by means of the Stipulation, Respondents have acknowledged that the following allegations shall be adopted as the Secretary of State's Findings of Fact:

1. That GHP Capital Corp., an Illinois corporation (hereinafter "Respondent"), maintains a business address at 5315 North Clark Street, # 101, Chicago, Illinois 60640.
2. That during September 2009 through October 2009, or thereabouts, a representative of Respondent cold-called at least one Colorado resident (the "Offeree") offering to sell GHP Capital Corp. Series A Preferred Shares. (the "Offering").

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3. That subsequent to the foregoing telephone solicitation, Respondent caused to be sent to the Offeree a Subscription Agreement and a Shareholder Agreement (the "Offering Documents") for the Offering.
4. That the activities described in paragraphs 2 and 3 above constitute the offer of stock and therefore a security as those terms are defined in Sections 2.1 and 2.5a of the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act").
5. That Section 5 of the Act provides, inter alia, that all securities except those exempt under Section 3 or those offered or sold in transactions exempt under Section 4 shall be registered either by coordination or by qualification prior to their offer or sale in or from the State of Illinois.
6. That Respondent failed to file with the Secretary of State an application for registration of the securities described above as required by the Act and that as a result the security was not registered pursuant to Section 5 of the Act prior to its offer in the State of Illinois.
7. That Section 12.A of the Act provides, inter alia, that it shall be a violation for any person to offer or sell any security except in accordance with the provisions of the Act.
8. That Section 12.D of the Act provides, inter alia, that it shall be a violation for any person to fail to file with the Secretary of State any application, report or document required to be filed under the provisions of the Act or any rule or regulation made by the Secretary of State pursuant to the Act.

WHEREAS, by means of the Stipulation, Respondent, its officers and directors, agents, managers, employees, members, sales representatives, and affiliates, successors and assigns, has acknowledged that the following Conclusion of Law, which Respondent neither admit nor deny, shall be adopted as the Secretary of State's Conclusion of Law:

That by virtue of the foregoing, Respondent has violated Sections 12.A and 12.D of the Act.

WHEREAS, by means of the Stipulation, Respondent has acknowledged and agreed that they shall be PROHIBITED from offering and selling any securities in the State of Illinois, except in compliance with the Law.

WHEREAS, by means of the Stipulation, the Respondent agreed that within four (4) days after the entry of the Consent Order of Prohibition it shall pay to the Secretary of State a certified or cashier's check in the amount of \$2,500.00. Said amount shall be made payable to the Secretary of State, Investors Education Fund, and shall constitute reimbursement to the Secretary of State of certain costs incurred in the administration of the Act in this matter.

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WHEREAS, the Secretary of State, by and through his designated representative, has determined that the formal hearing scheduled in this matter should be dismissed without further proceeding.

NOW THEREFORE IT IS HEREBY ORDERED THAT:

1. Respondents GHP Capital Corp., its officers and directors, agents, managers, employees, members, sales representatives, and affiliates, successors and assigns, shall be and are PROHIBITED from issuing, offering or selling any securities in or from the State of Illinois Except in compliance with the Act.
2. The Respondents, within four (4) days after the entry of the Consent Order of Prohibition, shall pay to the Secretary of State a certified or cashier's check in the amount of \$2,500.00. Said amount shall be made payable to the Secretary of State, Investors Education Fund, and shall constitute reimbursement to the Secretary of State of certain costs incurred in the administration of the Act in this matter;
3. The Department shall retain jurisdiction over this proceeding for the sole purpose of enforcing the terms and provisions of the Stipulation referenced herein.
4. The formal hearing scheduled in this matter shall be and hereby is dismissed without further proceedings.

ENTERED: This 11th day of August, 2011.


JESSE WHITE
Secretary of State
State of Illinois

NOTICE: Failure to comply with the terms of this Order shall be a violation of Section 12.D. of the Illinois Securities Law of 1953 [815 ILCS 5] (the "Act"). Any person or entity who fails to comply with the terms of this Order of the Secretary of State, having knowledge of the existence of this Order, shall be guilty of a Class 3 felony pursuant to 815 ILCS 5/14.